

General Terms of Reference for All Committees

Purpose

1. All committees shall provide guidance, advice, recommendations and assistance to the directors/ founders of the company in meeting their roles and responsibilities effectively to the customers, employees, regulators, shareholders and board relating to all corporate matters, reporting, processes, policies, standards, methods, practices, operations, management of the company, and the quality and integrity of all reports and main documentation. This can affect the entire business process and therefore, all committees shall be reliable, unbiased and independent in their review and assessments of quality, integrity and compliance by the management of the company.

Constitution

2. The advisory board (the board) of the Strategic Ratings Limited, UK (the company) resolved on the 14th August 2020 to establish all stated committees of the board to be known as follows: (i) Audit (ii) Remuneration and Nomination (iii) Governance and Performance (iv) Technology and Surveillance (v) Compliance and Indices (vi) Strategy and Finance (vii) CRM, Marketing and Sales (viii) Legal and Contracts (ix) Stakeholders and Expansion (x) Govt. regulations and Operations, and (xi) Profit Protection.
3. As we are not public limited company, we do not aim to publish complete terms of reference by publishing it on our company's website, however it is available each committee chair, member, president of the board, non-executive chairman, executive chairman, executive director and founder.

Membership

4. Going forward the committees are appointed by president of the board, non-executive chairman, executive chairman, executive vice-chairman, founders and managing director.
5. The selection criteria for the non-executive directors will be relevant board experience, expertise, skills, professional network, business needs of the company and their availability and possible remuneration.
6. All members of the compulsory committees as required in the regulation must have only independent members, non-executive directors or advisors including the chair of each committee.
7. Each committee shall have minimum three members including chair of the committee.
8. If the board finds out or makes a decision at any point of the time that any member or chair of the committee is no longer independent or presents a conflict of interest which is not in the interest of the company then that member or chair will be ceased as a member of the committee and member of the board immediately without any further notice.
9. The executive chairman shall not be a member of any compulsory committees however can be a chair or member of additional business committees or ratings supervisory committee or any executive committee.

10. There are two additional roles of the President of the Board and Non-executive chairman of the board and they are also members of the board, chair or member of the committees. They must be non-executive director or advisor in their basic role for the company.
11. Each committee chair and their members must have relevant experience and expertise in the domain in which the company exists or aims to operate.
12. The compulsory quorum of any committee must be two members plus chair of the committee. In absence of chair in any committee due to any reason, the non-executive chairman shall be considered as a chair of that committee until board or company finds a replacement of the originally appointed chair.
13. As company is not a public limited and it is a subsidiary of CEO24X7 Limited, there is no separate company secretary, however this responsibility is presently shared by executive director and legal counsel of the company. They need to ensure that all members of all committees receive detailed information in time.

Attendance

14. The committee can hold their meetings virtually by audio or video calls or by written communication as necessary and approved by chair of committee. This would enable time, costs and travel savings. Any committee is allowed by board to make a decision without holding meeting but by a written consent of all members; however this must be approved by chair of committee and must be notified to board through minutes of meeting and specific details of such meetings.
15. Chair and committee members shall attend committee meetings. Other executives such as executive chairman or vice-chairman, non-executive chairman, president of the board, founder, managing director, chief executive director, group chief executive/ operating/ finance/ risk officer, head of compliance, internal or external audit director or profit protection director can be invited to attend any or all meetings in part or full, as when it is appropriate, desirable or needed to do so.
16. All members and invitees shall be informed all details with documents (if any) about meeting at least four working days in advance. This should at least include date, time, place (may be online) and agenda in brief about meetings.

Frequency

17. Meeting frequency is pre-set as mentioned in the structure table of the meetings however, each committee shall meet at least once a year and additionally as stipulated by the government regulator or licensing authority of the country. Additionally, president of the board, executive chairman, non-executive chairman, profit protection, internal or external auditor members shall be allowed to call any committee meeting if they decide it is necessary and appropriate.
18. Each committee's minutes of meeting is circulated to all members of the committee and to other members of the board, unless there is any conflict of interest is anticipated. Minutes of meetings shall include all attendance details, proceedings, suggestions, recommendations, resolutions and action plans agreed.

19. There will be an annual general meeting (AGM) of all board members and executive committee members which will be presided over by either President of the board, Executive Chairman, Executive Vice-chairman or Chief Executive Director of the company.

Authority

20. The committees are authorised to obtain information relevant to committee's domain from executive director/ founder/ managing partner of the company; however any intellectual property and its related information will not be made available to anyone except innovator or applicant involved in each particular patent or patent pending tool.
21. The vote of chair of the committee will be considered every time so that decisions can be made without any stagnation in the process since each committee is made of three members including chair.
22. The committee is authorised for delegating its authority to either acting company secretary or founder of the company in case of chair and members agree it as the most appropriate to do so.
23. Since, Strategic Ratings Limited, UK is acting as a pivotal subsidiary for other strategic ratings subsidiaries worldwide, the committees are established to carry out duties considering that all policies and standards are applied across the board to all subsidiaries of CEO24X7 Limited for credit ratings business domain.
24. Since all 'Strategic Ratings' are subsidiaries of holding company CEO24X7 Limited, UK; it will be the owners, founders, innovators and shareholders (with voting rights) will reserve the allocation of five roles: President of the board (Non-executive Director), Non-Executive Chairman (Non-Executive Director) and executive roles of Executive chairman, Executive Vice chairman, Chief Managing Director (MD) or Chief Executive Officer (CEO). This arrangement will be reviewed in future in case, either CEO24X7 Limited, UK or Strategic Ratings Limited, UK becomes a public limited company (plc), or stock exchange listed company.
25. The committees shall inform the board for any material information that require immediate review, if practicable and any reporting or procedural concern regarding any governance, finance, compliance or performance issue; or in case of needing any board approval.
26. All committee chairs and members shall attend the board meetings and annual general meeting. Board members shall be ready to respond to any investors, clients, shareholders' questions on the role, responsibilities and functional responsibilities of the board, as directed by Executive or non-executive chairman of the company or presiding chair of the annual general meeting (AGM).
27. Each committee chairman shall report to the board on behalf of their committee after each meeting on all matters within its remit and purview of committee's role.
28. Each committee should be able to submit a statement and overview of management analysis for the annual general meeting, annual report, corporate responsibility report and investor presentations and external market analysts' calls.

29. Each committee shall review their own performance, composition, terms of reference and recommend any amendments needed and seek the board's approval or an approval from parent company.
30. Any matter which involves total outlay, budget, expenditure or future impact for an amount more than 35% of total active professional indemnity insurance value of Strategic Ratings Limited must be sent for an approval to parent company CEO24X7 Limited comprising its founders, shareholders, investors or board members.
31. All committees shall adhere to rules, regulations and laws of corporate governance, compliance, risk management, data protection, conflict of interests, disclosure, transparency, integrity and fair dealing as applicable by the government agencies in the United Kingdom such as English courts, Financial Conduct Authority (FCA), Prudential Regulatory Authority (PRA), Competition Commission, Information Commission Office, UK Visas and Immigration (UKVI), HMRC and Companies House.
32. Each committee shall ensure efficient workability and effective liaison with other committees. An aim of any committee function is to support corporate strategy of company and protect longevity of the success and growth of the company.
33. Any policy formulation by any committee shall ensure that policies or framework suggested or implemented are simple, clear, managing and mitigating risks, safeguard reputation, objective, target and merit based and aligned to company's mission, values, strategy and long term global growth plans.
34. Each committee shall comprise of minimum three members including chair of the committee. Each committee shall minute all proceedings, resolutions, attendance, proposals, recommendations and action taken and timely present it to the board.
35. Each committee shall conduct a self-evaluation at least once a year and has authority to delegate appropriate matters to sub-committees depending upon the relevance, need and its discretion.
36. Committees which are directly overseeing a product, service, technology or operations of the company, at least one their member or chair of the committee may have to attend meetings with executive team or clients of the company, if necessary to support the company management.
37. Board members are allowed to attend ad hoc meetings as arranged by their committee chair or members either in person or via telephone or video conferencing using secured systems so as to ensure confidentiality from the service providers or third parties.
38. One of the chairs of Governance & Performance, Legal & Contracts or Final Ratings Committee acts as the non-executive chairman of the company on a rotation basis every three years, unless otherwise elected by the board or finalised by the parent company CEO24X7 Limited. An elected or parent company recommended non-executive chairman shall have a same term of three years unless specifically agreed differently.

39. Even if the committees are merged in the future for any reason, minimum number of non-executive directors on board shall be 10 for Strategic Ratings Limited, UK as a flagship subsidiary of CEO24X7 Limited for credit ratings business.

40. All committees report to the board.

